

m_{yrone} **e. m**_{ims}, esq.

October 26, 2004

Via Facsimile

Brian Potashnik

Southwest Housing Development Company, Inc.

5910 North Central Expressway, Suite 1145

Dallas, Texas 75205

*Re: Legal Representation for Bright III Community Housing Development
Organization, and The Urban League*

Brian:

Pursuant to our conversation regarding my representation of Bright III Community Housing Development Organization and the Urban League (hereinafter collectively the "Organizations") in the Scenyc and Laureland multi-family housing development projects (the "Projects"), enclosed please find my engagement agreement (the "Agreement") with Bright III.

The agreement contains all the terms and conditions of my representation, including the retainer fee – which I have highlighted for your convience. To be sure, I have agreed to make the retainer applicable for the Urban League in addition to Bright III.

I understand that you have agreed to pay the retainer on behalf of the Organizations today, in effort to facilitate an agreement between the parties wherein the current CHDO would assign its interest in the Projects to the organizations. I further understand that time is of the essence regarding the assignment.

As discussed, I will need to review all relevant documents concerning the current CHDO and its legal/contractual rights in the Projects, in addition to the assignment agreement itself. I also stand ready to prepare the assignment if necessary.

To that end, please contact me at 214.882.2740, so that I may arrange to have a courier pick-up the relevant documents and the retainer fee.

Thanks in advance for your immediate attention to this matter.

Sincerely,



Myron E. Mims

cc: Mac Fulbright

2633 McKinney Ave. Ste#130-400 · Dallas · Texas 75204 · 214.744.0079 (tel) · 214.747.2047 (fax)

**GOVERNMENT
EXHIBIT**

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